FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR FORM LIMITED OFFERING EXEMPTION

OMB APPR	OVAL
OMB Number:	3235-0076
Expires:	:
Estimated averag	
hours per respons	se 16.00

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DATE RE	CEIVED
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Name of Offering	Mary Mary	
Filing Under (Check' box(es) that apply):	Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)	
A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Netreit Address of Executive Offices (Number and Street, City, State, Zip Code) 365 S. Rancho Santa Fé Rd., Ste. 300, San Marcos, CA 92078 (760) 471-8536 Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) Same as above Brief Description of Business Real Estate Investment Type of Business Organization limited partnership, already formed other (please specify): PROCESSED Month Year Nov 0 7 2007 Actual or Estimated Date of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: THOMSUN		
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Actual or Estimated Date of Incorporation or Organization: OTT 9 Actual Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: THOMSUN		PROOFCCED.
Actual or Estimated Date of Incorporation or Organization: OTT 9 Actual Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: THOMSUN	X corporation limited partnership, already formed other (pl	lease specify): PROCESSED
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Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:	***************************************	NOV 0 7 2007
CENTED AL INSTITUTE ON S	Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

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Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA	
2. Enter the information requested for the following:	
 Each promoter of the issuer, if the issuer has been organized within the past five years; 	
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more or	f a class of equity securities of the issuer.
Each executive officer and director of corporate issuers and of corporate general and managing partners of	partnership issuers; and
 Each general and managing partner of partnership issuers. 	
Check Box(es) that Apply: Promoter Beneficial Owner K Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual)	
Heilbron, Jack K.	
Business or Residence Address (Number and Street, City, State, Zip Code)	
365 S. Rancho Santa Fe Rd., Suite 300, San Marcos, CA 92078	•
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual)	
Elsberry, Kenneth W.	
Business or Residence Address (Number and Street, City, State, Zip Code)	
365 S. Rancho Santa Fe Rd., Suite 300, San Marcos, CA 92078	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual)	
Debose, Larry G.	
Business or Residence Address (Number and Street, City, State, Zip Code)	
365 S. Rancho Santa Fe Rd., Suite 300, San Marcos, CA 92078	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual)	
Rollings, Sumner, J.	
Business or Residence Address (Number and Street, City, State, Zip Code)	
365 S. Rancho Santa Fe Rd., Suite 300, San Marcos, CA 92078	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual)	
Schwartz, Thomas	
Business or Residence Address (Number and Street, City, State, Zip Code)	
365 S. Rancho Santa Fe Rd., Suite 300, San Marcos, CA 92078	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual)	
Staller, Bruce A.	·
Business or Residence Address (Number and Street, City, State, Zip Code)	
365 S. Rancho Santa Fe Rd., Suite 300, San Marcos, CA 92078	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
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Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?
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2. What is the minimum investment that will be accepted from any individual?
3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Empire Securities Corp. Business or Residence Address (Number and Street, City, State, Zip Code) 10 Universal City Plaza, 20th Floor, Universal City, CA 91608 Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "Alf States" or check individual States) Al Ak AZ AR OXX CO CT DE DC FL GA HI ID IL IN IA KS KY LA ME MD MA MI MN MS MO MT NE NV NH NJ NM NY NC ND OH OK OR PA RI SC SD TN TX UT VT VA WA WV WI WY PR Full Name (Last name first, if individual) ePlanning Securities, Inc. Business or Residence Address (Number and Street, City, State, Zip Code) 5721 Douglas Blvd., Suite 200, Roseville, CA 95661 Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (3) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Empire Securities Corp. Business or Residence Address (Number and Street, City, State, Zip Code) 10 Universal City Plaza, 20th Floor, Universal City, CA 91608 Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)
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Empire Securities Corp. Business or Residence Address (Number and Street, City, State, Zip Code) 10 Universal City Plaza, 20th Floor, Universal City, CA 91608 Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) AL AK AZ AR OX CO CT DE DC FL GA HI ID IL IN IA KS KY LA ME MD MA MI MN MS MO MT NE NV NH NJ NM NY NC ND OH OK OR PA RI SC SD TN TX UT VT VA WA WV WI WY PR Full Name (Last name first, if individual) ePlanning Securities, Inc. Business or Residence Address (Number and Street, City, State, Zip Code) 5721 Douglas Blvd., Suite 200, Roseville, CA 95661 Name of Associated Broker or Dealer
Business or Residence Address (Number and Street, City, State, Zip Code) 10 Universal City Plaza, 20th Floor, Universal City, CA 91608 Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) All AK AZ AR XX CO CT DE DC FL GA HI ID III IN IA KS KY LA ME MD MA MI MN MS MO MT NE NV NH NJ NM NY NC ND OH OK OR PA RI SC SD TN TX UT VT VA WA WV WI WY PR Full Name (Last name first, if individual) ePlanning Securities, Inc. Business or Residence Address (Number and Street, City, State, Zip Code) 5721 Douglas Blvd., Suite 200, Roseville, CA 95661 Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
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States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)
(Check "All States" or check individual States) AL AK AZ AR XX CO CT DE DC FL GA HI ID IL IN IA KS KY LA ME MD MA MI MN MS MO MT NE NV NH NJ NM NY NC ND OH OK OR PA RI SC SD TN TX UT VT VA WA WV WI WY PR Full Name (Last name first, if individual) ePlanning Securities, Inc. Business or Residence Address (Number and Street, City, State, Zip Code) 5721 Douglas Blvd., Suite 200, Roseville, CA 95661 Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
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Business or Residence Address (Number and Street, City, State, Zip Code) 5721 Douglas Blvd., Suite 200, Roseville, CA 95661 Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
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(Check "All States" or check individual States)
AL AK AZ AR XXA CO CT DE DC FL GA HI ID
IL IN IA KS KY LA ME MD MA MI MN MS MO
MT NE NV NH NJ NM NY NC ND OH OK OR PA
RI SC SD TN TX UT VT VA WA WV WI WY PR
Full Name (Last name first, if individual)
Fortune Securities, Inc. Business or Residence Address (Number and Street, City, State, Zip Code)
388 E. Valley Blvd., Suite 208, Alhambra, CA 91801
Name of Associated Broker or Dealer
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
(Check "All States" or check individual States)
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1.	Has the	issuer sold	d, or does the							_		Kı	
•	****				wer also in			-				e 20	000
2.	What is	the minim	um investn	nent that w	vill be acce	pted from a	any individ	ца!?	***************************************	***************************************		\$ <u>20,</u>	
3.			permit join									Yes R	No □
4.	commis If a pers or states a broke	sion or sim on to be lis s, list the na r or dealer,	ion request ilar remune ited is an ass ame of the b you may s	ration for s sociated pe roker or de et forth th	solicitation erson or age ealer. If mo	of purchasent of a broker ore than five	ers in conne cer or deale e (5) persor	ection with r registered is to be list	sales of sec i with the S ed are asso	curities in t SEC and/or	he offering. with a state		
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				Ans	wer also in	Appendix	. Column 2	, if filing i	under ULO	E.			_
2. V	What ic	the minim	num investn					-				s 20,	000
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3. D	Does the	offering	permit join	t ownershi	p of a sing	le unit?							Nο □
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186	69 W.	Litt1	eton, B	lvd., 1	Littlet	on, CO	80120						
Name	of Ass	ociated B	roker or De	aler									
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1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual? Yes \$20,00	<u> </u>
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual? Yes	_
Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?	7
2. What is the minimum investment that will be accepted from any individual? Yes	=
Yes	1
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	lo D
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any	
commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering.	
If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such	
a broker or dealer, you may set forth the information for that broker or dealer only.	
Full Name (Last name first, if individual)	
VSR Financial Services Business or Residence Address (Number and Street, City, State, Zip Code)	
8620 W. 110th Street, Suite 200, Overland Park, KS 66210	
Name of Associated Broker or Dealer	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	
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AL AK AZ AR CA CO CT DE DC FL GA HI	D
	<u>.</u>
	A
	R
Full Name (Last name first, if individual)	
Waveland Capital Partners LLC	
Business or Residence Address (Number and Street, City, State, Zip Code)	
2111 Palomar Airport Road, Suite 130, Carlsbad, CA 92008	
Name of Associated Broker or Dealer	
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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and					
	Type of Security	Aggregate Offering Pric	e	Amount Already Sold		
		e /\		\$ 0		
	Debt					
	Equity	\$ <u>200,000</u>	<u>, u</u> u	(<u>) 100,000</u>		
	Common Preferred	•0		r 0		
	Convertible Securities (including warrants)			\$ 0		
	Partnership Interests			\$ 0		
	Other (Specify)			\$ 0		
	Total	\$200,000	<u>,00</u>	0s_100,000		
	Answer also in Appendix, Column 3, if filing under ULOE.					
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	:		Aggregate Dollar Amount		
		Investors		of Purchases		
	Accredited Investors	3		\$ <u>100,000</u>		
	Non-accredited Investors		_	\$		
	Total (for filings under Rule 504 only)			\$		
	Answer also in Appendix, Column 4, if filing under ULOE.					
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities old by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.	s e				
		Type of		Dollar Amount		
	Type of Offering	Security		Sold		
	Rule 505	_		\$		
	Regulation A		_	\$		
	Rule 504		_	S		
	Total		_	s		
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of th securities in this offering. Exclude amounts relating solely to organization expenses of the insurer The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.					
	Transfer Agent's Fees		K	\$ 10,000		
	Printing and Engraving Costs		x	\$ 30,000		
	Legal Fees		\mathbf{x}	<u>\$ 100,000</u>		
	Accounting Fees		X	\$ 50,000		
	Engineering Fees		X	\$ 0		
	Sales Commissions (specify finders' fees separately)		X	\$_16,000,000		
	Other Expenses (identify)		X	\$3,900,000		
	Total		_	\$ 20.090.000		

	C. OFFERING PRICE NUMBER	COEINVESTORS, EXPENSES AND I	DSE OF PROCEE	DS: A THE TAKE WELL
1	Enter the difference between the aggregate of ion 1 and total expenses furnished in response to adjusted gross proceeds to the issuer."	o Part C - Question 4.a. This difference is	the	\$ 179 , 910 , 000
1	ndicate below the amount of the adjusted gross used for each of the purposes shown. If the amoustimate and check the box to the left of the estimate adjusted gross proceeds to the issuer set forth	unt for any purpose is not known, furnishate. The total of the payments listed must ed	ı an qual	
	, , , , , , , , , , , , , , , , , , , ,		Payments to Officers, Directors, & Affiliates	Payments To Others
	Salaries and fees		⊠ \$ 0	⊠ \$ 0
	Purchase of real estate		⊠ \$ 0	⊠ \$ 0
	Purchase, rental or leasing and installation	of machinery and equipment	⊠ \$0	⊠ \$ 0
	Construction or leasing of plant buildings	and facilities	⊠ \$ 0	⊠ \$ <u>0</u>
	Acquisition of other businesses (including offering that may be used in exchange for issuer pursuant to a merger)	the assets or securities of another	⊠\$ 0	⊠\$ 0
	Repayment of indebtedness		⊠\$0	⊠\$ 0
	Working capital	••••••	<u></u> ⊠\$ 0	⊠\$ 2,500,000
	Other (specify): Real property investment	·	⊠\$0	⊠\$ 177,410,000
			⊠ \$ 0	⊠ \$ <u>0</u>
	Column Totals		⊠\$ 0	⊠ \$ <u>179,910,0</u> 0
	Total Payments Listed (column totals adde	cd)	⊠ \$179,910,000	
	D	FEDERAL SIGNATURE		理是不是不是不是
follov	suer has duly caused this notice to be signed by ing signature constitutes an undertaking by the is of its staff, the information furnished by the issu	ssuer to furnish to the U.S. Securities and	Exchange Commiss	ion, upon written re-
Issue	(Print or Type)	Signature	Date	
NetR	ri T	book & alessa	Octo	ober 30 , 2007
	of Signer (Print or Type)	Title of Signer (Print or Type)		
lack K. Heilbron		Chairman and CFO		

END

-ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)